

**BEFORE THE
Federal Communications Commission
WASHINGTON, D.C. 20554**

Application of)	
)	
Commnet Four Corners, LLC,)	
Assignor)	
)	
and)	WC Docket No. _____
)	
Inventive Wireless of Nebraska, LLC dba)	
Vistabeam)	
Assignee)	
)	
For Consent to Assignment of Domestic Section)	
214 Authorization)	

To: Chief, Wireline Competition Bureau

**APPLICATION FOR CONSENT TO ASSIGNMENT
OF DOMESTIC SECTION 214 AUTHORIZATION**

Commnet Four Corners, LLC (“Commnet”) and Inventive Wireless of Nebraska, LLC dba Vistabeam (“Vistabeam”) (together, the “Applicants”), pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (the “Act”), hereby respectfully request Commission consent for the assignment of Commnet’s domestic Section 214 authorization, which consists of Commnet’s Connect America Fund (“CAF”) Phase II support obligations for its designated census blocks in Wyoming (Study Area Code 519017) (“Assigned Census Blocks”).¹

As recipients of CAF support, each of Commnet and Vistabeam may be deemed to hold a domestic Section 214 authorization. As described below, Vistabeam and Commnet have entered into an Assignment and Assumption Agreement (“Agreement”) by which Commnet has agreed to assign to Vistabeam, with respect to the Assigned Census Blocks listed in Exhibit 1: (a) a portion of Commnet’s accumulated CAF II support and its entitlement to receipts of all future CAF II support;

¹ The Assigned Census Blocks are listed in Exhibit 1 hereto.

and (b) all of Commnet's obligations associated with the receipt of CAF II support, subject to required federal and state regulatory approvals.

The exchange consists solely of Vistabeam's assumption of Commnet's CAF II support obligations in the Assigned Census Blocks and corresponding CAF support, upon receipt of required Commission and Wyoming state regulatory approvals. Vistabeam is not acquiring any of Commnet's telecommunications assets, services, or customers outside the Assigned Census Blocks. At present, there are no local subscribers of Commnet in the Assigned Census Blocks. Accordingly, the transaction will not result in any loss or impairment of service for either of the Applicants' subscribers and will have no adverse effects upon competition anywhere in the United States.

The transaction will benefit future customers by enabling Vistabeam to deploy CAF facilities in an efficient manner, because the obligations it seeks to assume are for Assigned Census Blocks in close proximity to its existing network and census blocks where Vistabeam is a CAF recipient. Also, the transaction will not result in any harm to existing customers, so the Commission should find that the transaction will serve the public interest.

I. DESCRIPTION OF THE APPLICANTS AND THE TRANSACTION

A. Commnet Four Corners, LLC

Commnet is a Delaware limited liability company that provides voice and broadband services in portions of the western United States. Its principal places of business are: 1001 Technology Drive, Little Rock, AR 72223; 400 Northridge Parkway, Suite 1100, Atlanta, GA 30350; and 1562 Park Street, Castle Rock, CO 80104. Commnet is an indirect 97.9%-owned subsidiary of ATN International, Inc., a publicly traded corporation headquartered in Beverly, Massachusetts ("ATN"). Commnet is licensed by the Commission as a facilities-based provider of Commercial Mobile Radio Services. Commnet and its sister subsidiaries of ATN provide services

principally in rural areas across the West and Southwest of the United States, as well as in the United States Virgin Islands and Alaska. Commnet does not provide local exchange service in the Assigned Census Blocks.

On February 14, 2019, the Wyoming Public Service (“PSC”) issued an Order Granting Designation of Commnet as an ETC for the Assigned Census Blocks in Census Block Group 560019639002 (Docket No. 62122-1-RA-18; Order No. 25383). On May 14, 2019, the Bureau authorized Commnet to receive \$2,446,067.40 over ten years to serve 176 census blocks (690 locations) in Wyoming.²

B. Inventive Wireless of Nebraska, LLC dba Vistabeam

Vistabeam Services is Nebraska limited liability company based in Gering, Nebraska. Its principal place of business is 1225 Sage Street, Gering, Nebraska 69341. The company was formed in 2004 with a plan to provide rural areas with high-quality, high-speed Internet access, delivered at a reasonable price. Vistabeam currently provides voice and broadband services to approximately 6,750 customers in a 40,000 square mile area of rural Nebraska, Wyoming and Colorado using fixed wireless and fiber-to-the-home technologies.

On February 14, 2019, the PSC issued an Order Granting Designation of Vistabeam as an ETC for the Wyoming census blocks where it was the auction winner for CAF support (Docket No. 62127-1-RA-18; Order No. 25384). On October 10, 2019, the Bureau authorized Vistabeam to receive \$5,240,646.20 for 112 census blocks (336 locations) in Colorado, one census block (two locations) in Nebraska and 467 census blocks (1,354 locations) Wyoming.³ Vistabeam has

² See Public Notice, *Connect America Fund Phase II Auction Support Authorized for 459 Winning Bids*, 34 FCC Rcd 3142, DA 19-414 (WCB 2018), Attachment A.

³ See Public Notice, *Connect America Fund Phase II Auction Support Authorized for 387 Winning Bids*, 34 FCC Rcd 9406, DA 19-1030 (WCB 2018), Attachment A.

expended CAF support funds in connection with deployment in its CAF-supported area, and expects to meet the 40 percent buildout milestone well ahead of the three-year milestone deadline.

C. The Transaction

On January 25, 2022, the Applicants entered into the Agreement under which Commnet agreed to assign the CAF obligations and corresponding unspent CAF support it has received for the Assigned Census Blocks to Vistabeam, and Vistabeam agreed to accept those funds and assume those obligations, subject to any required regulatory approvals. Both Applicants have been authorized to receive support from the Federal Universal Service Fund pursuant to the CAF II program and have been designated as ETCs by the PSC. As part of the assignment and assumption, Commnet and Vistabeam have agreed to work together to effectuate the assignment of Commnet's CAF II program obligations to Vistabeam with respect to the Assigned Census Blocks. Vistabeam will be filing an application with the PSC seeking approval of its ETC designation to include the Assigned Census Blocks.

II. EXPLANATION OF TRANSACTION

In connection with the assignment of Commnet's CAF obligations under the Agreement, subject to grant of this Application and state commission approval and notice, Vistabeam will acquire the interests of and assume Commnet's CAF obligations. Commnet will retain a portion of the CAF support it has received to date to cover its expenditures for the provision, maintenance and upgrade of supported facilities and services, and will deliver to Vistabeam at closing an agreed-upon sum to represent the remainder of those funds.

As stated above, both Applicants have been designated as ETCs in Wyoming as a condition to each receiving CAF support. In connection with this transaction, the Applicants are filing for PSC approval for Commnet to relinquish its Wyoming ETC designation for the Assigned Census

Blocks and for Vistabeam to expand its ETC designation to cover the Assigned Census Blocks. In this Application, the Applicants seek Commission approval for the assignment of Commnet's implied domestic Section 214 authorization which Commnet holds as an ETC and as a CAF recipient for the Assigned Census Blocks in Wyoming. The Applicants expect to consummate the transaction as soon as Commission and PSC approvals are obtained. Vistabeam acknowledges and understands that, as a condition to grant of this Application, it will need to submit and have approved by USAC an irrevocable letter of credit and bankruptcy opinion letter for the Assigned Census Blocks.

After consummation of the transaction, Vistabeam will undertake deployment of the CAF-supported network and integrate such activities and operations into its own ongoing operations and its CAF deployment. Any future changes to the rates, terms, and conditions of service will be undertaken pursuant to customers' contracts, tariffs, and applicable law. No carrier change charges will result from the transaction, and no customer service or billing contact information will change as a result of the transaction. The transaction will be transparent to the customers of the Applicants, which customers will continue to be served pursuant to each Applicant's existing operations and existing terms and conditions. No other Commission licenses or authorizations are involved in the transaction.

III. PUBLIC INTEREST STATEMENT

Pursuant to Section 214 of the Act, the Commission will approve a proposed assignment of domestic Section 214 authorizations if it concludes that doing so would serve the public interest, convenience, and necessity based on the record before it.⁴ In making its decision, the Commission

⁴ 47 U.S.C. § 214. *See, e.g., Applications of Level 3 Communications, Inc. and CenturyLink, Inc.*, Memorandum Opinion and Order, WC Docket No. 16-403, FCC 17-142, paras. 8-11 (rel. Oct. 30, 2017) (describing the Commission's standard of review for proposed transfers of control).

will inquire whether the transaction complies with relevant provisions of the Act, other applicable statutes, and the Commission's Rules, including whether the proposed transferee (or assignee, as the case may be) is qualified to hold the authorizations. Consistent with these rules and precedents, the Applicants respectfully submit that the Commission should find that the proposed transaction is in the public interest and approve this Application.

First, as the Commission is aware from its review and approval of Vistabeam's CAF application and its authorization of CAF support, Vistabeam has both the necessary industry experience and requisite financial means to take on the responsibility of deploying CAF-supported voice and broadband service in the Assigned Census Blocks it proposes to assume from Commnet. Vistabeam has deployed broadband networks and served customers since 2005 in rural areas of Wyoming, and it is uniquely situated to efficiently deploy CAF-supported voice and broadband service in the Assigned Census Blocks. Vistabeam has a history of providing quality, reliable service to its customers, expanding and upgrading service, and complying with CAF and other Federal grant program requirements. Vistabeam has extensive operational experience and managerial capabilities and resources, which will help steer service enhancements and expansion.

Notably, Vistabeam has the necessary managerial and operational expertise to meet Commnet's CAF buildout milestones and performance obligations.

Both Commnet and Vistabeam are CAF recipients. Their applications and qualifications were subject to rigorous review by Bureau staff prior to being authorized to receive CAF support in 2019. Each provided the Commission with a financial plan demonstrating its ability to complete deployment and meet public interest obligations within the six-year build out period. Since becoming authorized to receive CAF support, Commnet realized that the Assigned Census Blocks might be served in a more expeditious and cost-effective manner by Vistabeam given its proximity

to Commnet's CAF-supported areas, its existing operations, resources and infrastructure, and its ahead-of-schedule deployment of its own CAF obligations. Because Commnet's CAF areas are adjacent to or nearby Vistabeam's existing operations and Vistabeam's CAF-supported areas, Vistabeam can achieve economies of scale and leverage its labor force, infrastructure and operational capabilities to rapidly and cost-effectively build out the Commnet CAF areas as it expands its broadband operations. The map attached as Exhibit 2 depicts the CAF-supported areas of the two companies in Wyoming.

Second, the transaction will not result in any adverse alteration to the buildout plans Commnet submitted to the Commission in order to be authorized to receive CAF funding. Relatedly, the transaction will not result in any delays in deployment of services consistent with the applicable public interest obligations associated with receipt of CAF funding. Indeed, the Applicants anticipate that with the financial and human resources and operational efficiencies Vistabeam will provide, consumers will be able to receive CAF services in the Assigned Census Blocks more quickly. Vistabeam commits to meeting the buildout milestones and performance obligations established for the Assigned Census Blocks, including the upcoming 40 percent buildout milestone.

Further, Vistabeam is not taking on any debt repayment obligations or otherwise increasing substantially its costs to deploy service. Accordingly, the transaction will not compromise Vistabeam's ability to meet the buildout milestones or performance obligations for either its CAF deployment or the deployment in the Assigned Census Blocks. The transaction therefore will serve the public interest because it will not result in any harms to either company's existing customers and will accelerate Vistabeam's ongoing efforts to expand broadband service to unserved areas.

Third, because there will be no reduction in competitors in the Assigned Census Blocks, there will be no negative impact on competition in the communications market anywhere in the United States, and the transaction will further facilitate the implementation of the Commission's important CAF program goals. To the contrary, the Applicants believe that Vistabeam can offer formidable competition given its proximity of its operations to the Assigned Census Blocks and managerial and operational background and expertise.

For these reasons, approval of this transaction will serve the public interest, convenience and necessity, and the Commission therefore should grant this Application.

IV. INFORMATION REQUIRED UNDER SECTION 63.04 OF THE COMMISSION'S RULES RELATING TO AN ASSIGNMENT UNDER A DOMESTIC SECTION 214 AUTHORIZATION

In accordance with Section 63.04 of the Commission's Rules,⁵ the Applicants provide the following information:

(1) Name, address, and telephone number of each applicant.

Commnet Four Corners, LLC
1001 Technology Drive
Little Rock, AR 72223
Phone: 501-448-1249
Email: rranaraja@atni.com

Inventive Wireless of Nebraska, LLC dba Vistabeam
1225 Sage Street
Gering, NE 69341
Phone: 308-635-9434
E-mail: matt@vistabeam.net

(2) State under the laws of which each applicant is organized.

Commnet is a Delaware limited liability company. Vistabeam is a Nebraska limited liability company.

⁵ See 47 C.F.R. § 63.04.

(3) Contact information for legal counsel to whom correspondence concerning the application is to be addressed.

For Commnet

David J. Kaufman and David G. O'Neil
Rini O'Neil, PC
2101 L Street NW, Suite 300
Washington, DC 20037
202-997-0025
dkaufman@rinioneil.com

For Vistabeam

Stephen E. Coran
Lerman Senter PLLC
2001 L Street, NW, Suite 400
Washington, DC 20036
(202) 416-6744
scoran@lermansenter.com

(4) Name, address, citizenship, and principal business of entities that own at least ten percent (10%) of the equity of the applicants.

For Commnet

Commnet Wireless, LLC
1001 Technology Drive
Little Rock, AR 72223
Delaware limited liability company; 100% direct owner of Commnet Four Corners, LLC

ATN International, Inc. ("ATN")
500 Cummings Center, Suite 2450
Beverly, MA 01915
Delaware corporation, 97.9% indirect parent of Commnet Four Corners, LLC

Cornelius B. Prior
9719 Estate Thomas
St. Thomas, VI 00802
U.S. citizen, 26.4% owner of ATN

Blackrock, Inc.
55 East 52nd Street
New York, NY 10055
Delaware corporation, 11% owner of ATN

For Vistabeam

Matthew M. Larsen
1225 Sage Street
Gering, NE 69341
United States citizen
Ownership interest: 80%
Principal business: Internet Service Provider

Dallas L. Larsen Trust ("Trust")
121 East 37th Street
Scottsbluff, NE 69361
Ownership interest: 10%
Principal business: Family Trust

The beneficiaries of the Trust are:

Matthew M. Larsen
901 Peacock Drive
Scottsbluff, NE 69361

Melissa Schneider
2345 Lariat Loop
Gering, NE 69341

Lex Larsen
121 East 37th Street
Scottsbluff, NE 69361

Erica Larsen-Dockray
30651 Arlington Street
Val Verde, CA 91384-2447

Patricia Larsen
230246 County Road G
Scottsbluff, NE 69361

All of the beneficiaries are United States citizens. The trustees of the Trust are Melissa Schneider and Patricia A. Larsen

No other individual or entity holds 10% or more of Vistabeam.

(5) Certification pursuant to Sections 1.2001 through 1.2003 that no party to the application is subject to a denial of Federal benefits.

Applicants certify as evidenced by the attached Verifications that no party to this Application is subject to a denial of federal benefits under Section 5301 of the Anti-Drug Abuse Act of 1988, as amended.

(6) Description of the Transaction.

The Applicants have entered into the Agreement pursuant to which Vistabeam will assume all of Commnet's CAF obligations in Wyoming upon approval by the Commission and the PSC. Vistabeam is ahead of schedule on its own CAF deployment and can easily absorb Commnet's obligations. Vistabeam will bring a number of attributes to the CAF areas that will benefit consumers. It has a larger labor force, greater financial resources, substantial managerial experience, and access to infrastructure in and near the CAF areas it will be assuming. Vistabeam believes that this experience and know-how will result in expeditious deployment of CAF-supported facilities and services.

Additional responsive information is described in Section II hereof.

(7) Description of the geographic areas in which the Assignor and Assignee (and any of their affiliates) offer domestic telecommunications services, and what services are provided in each area.

Commnet is a provider of voice and broadband service, including interconnected VoIP service, using fixed wireless technology to connect homes, businesses and anchor institutions in Wyoming. Commnet has agreed to assign its CAF obligations respecting the Assigned Census Blocks to Vistabeam. Commnet has been authorized to receive CAF support in the Assigned Census Blocks listed in Exhibit 1 hereto. Following consummation of the transaction, Commnet

will retain all assets to be used in connection with its ongoing operations in areas that are not subject to CAF obligations.

Vistabeam is a provider of voice and broadband service, including interconnected VoIP service, using both fiber and fixed wireless technology to connect homes, businesses and anchor institutions in Wyoming. Vistabeam will retain its current CAF obligations in addition to assuming Commnet's CAF obligations in the Assigned Census Blocks.

(8) Statement on how the application fits into one or more of the presumptive streamlined categories or why it is otherwise appropriate for streamlined treatment.

This Application is eligible for streamlined processing pursuant to Section 63.03 of the Commission's rules.⁶ In particular, it is eligible for streamlined processing under Section 63.03(b)(2)(i) because (i) Vistabeam and its affiliates have and would have a market share in the interstate, interexchange market of less than 10 percent, (ii) Vistabeam and its affiliates provide and would provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction, and (iii) neither of the Applicants is dominant with respect to any service.⁷ Applicants understand, however, that the Bureau may elect not to apply streamlined treatment to this Application because of the need to re-confirm Vistabeam's qualifications to assume Commnet's CAF obligations. Nevertheless, Applicants submit that expeditious approval of this Application would serve the public interest.

(9) Identification of all other Commission applications related to the same Transaction.

There are no other pending FCC applications related to this transaction.

⁶ See 47 C.F.R. § 63.03.

⁷ See *id.* § 63.03(b)(2)(i).

- (10) Statement whether the applicants are requesting special consideration because either party to the Transaction is facing imminent business failure.**

Neither party to this transaction is facing imminent business failure, and there are accordingly no requests for any special treatment of the Application based on such considerations.

- (11) Identification of any separately filed waiver requests being sought in conjunction with the Transaction.**

No separately filed waivers are currently being sought in conjunction with the transaction.

- (12) A statement showing how grant of the application will serve the public interest, convenience, and necessity, including any additional information that may be necessary to show the effect of the proposed Transaction on competition in domestic markets.**

The Commission's grant of this Application will serve the public interest, convenience, and necessity for the reasons described in Section III hereof.

V. CONCLUSION

For the foregoing reasons, the Commission's grant of this Application will serve the public interest, convenience, and necessity. Accordingly, Applicants respectfully request that the Commission grant this Application.

Respectfully submitted,

Commnet Four Corners, LLC

and

**Inventive Wireless of Nebraska, LLC dba
Vistabeam**

February 3, 2022

By: /s/ Stephen E. Coran
Stephen E. Coran
Lerman Senter PLLC
2001 L Street, NW, Suite 400
Washington, DC 20036
(202) 416-6744
scoran@lermansenter.com

By: /s/ David J. Kaufman
Rini O'Neil, PC
2101 L Street NW, Suite 300
Washington, DC 20037
202-997-0025
dkaufman@rinioneil.com

Exhibit A

Census Block ID	FCC item	State	County	Census Block Group
560019639002998	WY-001-9639002	WY	Albany	560019639002
560019639002985	WY-001-9639002	WY	Albany	560019639002
560019639002978	WY-001-9639002	WY	Albany	560019639002
560019639002975	WY-001-9639002	WY	Albany	560019639002
560019639002959	WY-001-9639002	WY	Albany	560019639002
560019639002958	WY-001-9639002	WY	Albany	560019639002
560019639002940	WY-001-9639002	WY	Albany	560019639002
560019639002939	WY-001-9639002	WY	Albany	560019639002
560019639002927	WY-001-9639002	WY	Albany	560019639002
560019639002925	WY-001-9639002	WY	Albany	560019639002
560019639002905	WY-001-9639002	WY	Albany	560019639002
560019639002904	WY-001-9639002	WY	Albany	560019639002
560019639002878	WY-001-9639002	WY	Albany	560019639002
560019639002877	WY-001-9639002	WY	Albany	560019639002
560019639002875	WY-001-9639002	WY	Albany	560019639002
560019639002862	WY-001-9639002	WY	Albany	560019639002
560019639002851	WY-001-9639002	WY	Albany	560019639002
560019639002845	WY-001-9639002	WY	Albany	560019639002
560019639002843	WY-001-9639002	WY	Albany	560019639002
560019639002840	WY-001-9639002	WY	Albany	560019639002
560019639002839	WY-001-9639002	WY	Albany	560019639002
560019639002836	WY-001-9639002	WY	Albany	560019639002
560019639002835	WY-001-9639002	WY	Albany	560019639002
560019639002832	WY-001-9639002	WY	Albany	560019639002
560019639002830	WY-001-9639002	WY	Albany	560019639002
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560019639002827	WY-001-9639002	WY	Albany	560019639002
560019639002824	WY-001-9639002	WY	Albany	560019639002
560019639002817	WY-001-9639002	WY	Albany	560019639002
560019639002816	WY-001-9639002	WY	Albany	560019639002
560019639002813	WY-001-9639002	WY	Albany	560019639002
560019639002812	WY-001-9639002	WY	Albany	560019639002
560019639002809	WY-001-9639002	WY	Albany	560019639002
560019639002779	WY-001-9639002	WY	Albany	560019639002
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560019639002775	WY-001-9639002	WY	Albany	560019639002
560019639002770	WY-001-9639002	WY	Albany	560019639002
560019639002753	WY-001-9639002	WY	Albany	560019639002
560019639002744	WY-001-9639002	WY	Albany	560019639002
560019639002742	WY-001-9639002	WY	Albany	560019639002
560019639002738	WY-001-9639002	WY	Albany	560019639002
560019639002737	WY-001-9639002	WY	Albany	560019639002

Exhibit A

[illegible]

Exhibit A

[illegible]

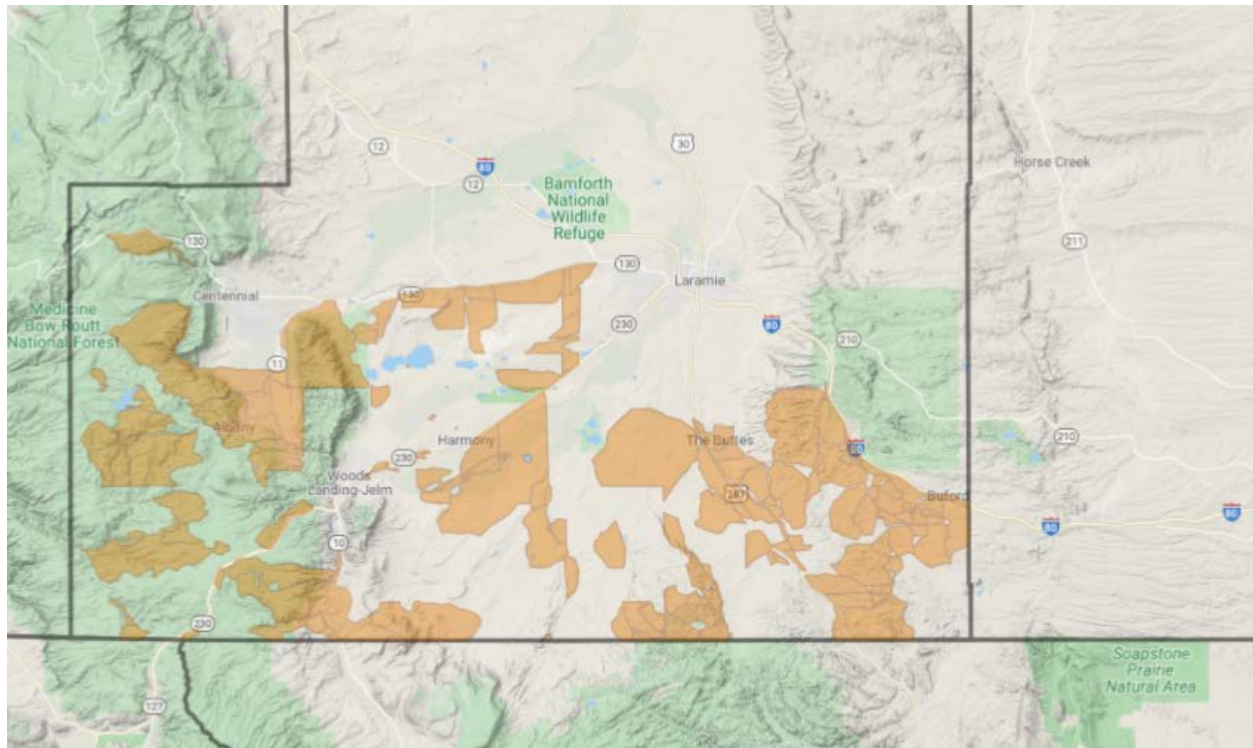
Exhibit A

[illegible]

Exhibit A

560019639002007	WY-001-9639002	WY	Albany	560019639002
560019639002005	WY-001-9639002	WY	Albany	560019639002
560019639002003	WY-001-9639002	WY	Albany	560019639002
560019639002001	WY-001-9639002	WY	Albany	560019639002
560019639002000	WY-001-9639002	WY	Albany	560019639002

Exhibit B



**CERTIFICATIONS IN SUPPORT OF THE APPLICATION FOR CONSENT TO
TRANSFER CONTROL OF DOMESTIC AUTHORIZATION PURSUANT TO
SECTION 214 OF THE COMMUNICATIONS ACT OF 1934, AS AMENDED,
HELD BY COMMNET FOUR CORNERS, LLC**

I, Jeffrey Humiston, under penalty of perjury, hereby certify:

1. I am over the age of 18 years;
2. I am the General Counsel of Commnet Four Corners, LLC ("Commnet"); and
3. Commnet is not subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

I certify under penalty of perjury under the laws of the United States that the foregoing is true and correct to the best of my knowledge, information, and belief this and that these Certifications were executed on this 3rd day of February, 2022.

By:



Jeffrey Humiston


**CERTIFICATIONS IN SUPPORT OF THE APPLICATION FOR CONSENT TO
TRANSFER CONTROL OF DOMESTIC AUTHORIZATION PURSUANT TO
SECTION 214 OF THE COMMUNICATIONS ACT OF 1934, AS AMENDED,
HELD BY COMMNET FOUR CORNERS, LLC**

I, Matthew Larsen, under penalty of perjury, certify:

1. I am over the age of 18 years;
2. I am the CEO of Inventive Wireless of Nebraska, LLC dba Vistabeam ("Vistabeam");
3. Vistabeam certifies that upon consummation of the proposed assignment, Vistabeam's experienced management team will assume the operations of Commnet Four Corners, LLC ("Commnet") with respect to its Connect America Fund Phase II ("CAF") obligations in Wyoming;
4. Vistabeam further states that it is familiar with deployment obligations under the high-cost funds, and can leverage its existing infrastructure and capital resources to address Cherokee's obligations to consumers as well as to the Commission;
5. Vistabeam certifies that Commnet's CAF obligations in Wyoming will be met; and
6. Vistabeam is not subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

I certify under penalty of perjury under the laws of the United States that the foregoing is true and correct to the best of my knowledge, information, and belief this and that these Certifications were executed on this 30th day of January, 2022 at Scottsbluff, Nebraska.

By:



Matthew Larsen

CEO